

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE

**VISA CHECK/MASTERMONEY
ANTITRUST LITIGATION**

This Document Relates to: All Actions

**MASTER FILE NO.
CV-96-5238
(Gleeson, J.) (Mann, M.J.)**

AUG - 7

**STIPULATION AND ORDER CONCERNING INFORMATION PROVIDED TO THE
CLASS NOTICE ADMINISTRATOR BY VISA AND MASTERCARD**

On June 4, 2003, Plaintiffs entered into separate settlement agreements with Visa U.S.A. Inc. ("Visa") and MasterCard International Incorporated ("MasterCard") to resolve this litigation (the "Settlement Agreements"). On June 13, 2003, the Court entered an order granting preliminary approval of the two settlement agreements (the "Preliminary Approval Order"). Pursuant to the Settlement Agreements and the Preliminary Approval Order, plaintiffs are obligated to develop a Plan of Allocation of Settlement Funds. Plaintiffs have sought the assistance of both Visa and MasterCard in developing the Plan of Allocation of Settlement Funds ("Plan of Allocation"), and have requested that Visa and MasterCard provide the Garden City Group, Inc., which is the Court-appointed Class Notice Administrator, with information including but not limited to merchant specific transaction data ("Information"). To the extent Visa and MasterCard provide Information to the Class Notice Administrator, they are doing so subject to the following Order of the Court:

1. Any and all Information provided by Visa or MasterCard to the Class Notice Administrator shall not be used by the Class Notice Administrator for any purpose other than for

planning or administering the Plan of Allocation.

2. Any and all Information provided by Visa or MasterCard to the Class Notice Administrator shall be maintained under strict confidence by the Class Notice Administrator. No portion of Information obtained from Visa or MasterCard shall be disclosed to any party or non-party to the litigation, including but not limited to plaintiffs' counsel, plaintiffs' experts or consultants, the class representatives, class members, parties who opted out of the class, or any other person or entity. The Class Notice Administrator shall not disclose Information obtained from Visa to MasterCard or its agents, and shall not disclose Information obtained from MasterCard to Visa or its agents. The Class Notice Administrator shall take appropriate steps to secure and limit hard copy and electronic access to the Information.

3. The Class Notice Administrator may disclose Information to Constantine & Partners, Charles River Associates, and Mike McCormack of Noblett & Associates, who shall treat the Information as highly confidential and attorneys' eyes only, and shall not disclose the Information to any other person or entity. Any disclosure to Constantine & Partners, Charles River Associates or Mike McCormack shall be solely for the purpose of planning or administering the Plan of Allocation and shall not be used in any other action including, without limitation, *Adam A. Schwartz v. Visa International Corp.*, Alameda County Superior Court, No. 822404-4. Constantine & Partners, Charles River Associates and Noblett & Associates shall take appropriate steps to secure and limit hard copy and electronic access to the Information.

4. To ensure compliance with the foregoing, all shareholders, partners and employees of the Class Notice Administrator, Constantine & Partners, Charles River Associates, and Mike McCormack who are to have access to the Information shall, before being given access to the Information, sign the Confidentiality Agreement attached hereto as Exhibit A and forward

the executed Confidentiality Agreement to counsel for Visa and MasterCard listed below.

5. Within 30 days of Court approval of the Class Notice Administrator's Report detailing the approved shares of the Net Settlement Funds that shall be paid to members of the Class, the Class Notice Administrator, Constantine & Partners, Charles River Associates and Mike McCormack shall return to Visa and MasterCard, respectively, the original and all copies of the Information, as well as any documents containing or reflecting Information, that association provided to the Administrator, and also shall verify that they have done so.

So Ordered.

Dated: July __, 2003
Brooklyn, New York


JOHN GLEESON, U.S.D.J.

8-12-03